

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

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Prefix		Serial
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Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Tenant in Common interests in Midtown Heights	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE CONCESSEL
Type of Filing: New Filing X Amendment	- Phoose
A. BASIC IDENTIFICATION DATA	ULOE PROCESSET
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	FINANCIAL
USA Midtown Heights, LLC	70 114
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Five Financial Plaza, Suite 105, Napa, CA 94558	(800) 611-1160
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
The acquisition, lease and sale of undivided tenant in common interests.	No. 1
Type of Business Organization	
□ corporation □ limited partnership, already formed ▼ other (p □ business trust □ limited partnership, to be formed	lease specify): limited liability company
Month Year	
Actual or Estimated Date of Incorporation or Organization: 11 U 4 Ex Actual Estin Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	
CN for Canada; FN for other foreign jurisdiction)	DE
CENEDAL INSTITUTIONS	Larry Larry

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

*:			A. BASIC ID	ENTIFICATION DATA		en de la latera
2.	Enter the information re	equested for the fo				
	• Each promoter of	the issuer, if the is	suer has been organized	within the past five years;		
	Each beneficial ow	mer having the pow	er to vote or dispose, or d	irect the vote or disposition	of, 10% or more of	a class of equity securities of the issuer
	Each executive off	ficer and director of	f corporate issuers and o	f corporate general and ma	inaging partners of	partnership issuers; and
	• Each general and r	nanaging partner o	f partnership issuers.			
Che	ck Box(es) that Apply:	× Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full	Name (Last name first, i	if individual)				
	. Advisor, LLC	,				
	ness or Residence Addre	ess (Number and	Street, City, State, Zip C	Code)		
Fiv	e Financial Plaza, Sui					
Che	ck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full	Name (Last name first, i	if individual)				
Inte	ernacional Realty, Inc	i.				
Bus	ness or Residence Addre	ess (Number and	Street, City, State, Zip C	Code)		
405	N. St. Mary's St., Su	ite D, Sante Fe,	NM 87502-3210			
Che	ck Box(es) that Apply:	× Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full	Name (Last name first, i	f individual)		, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
СВ	Richard Ellis Investo	ors, L.L.C.				
Bus	ness or Residence Addre	ess (Number and	Street, City, State, Zip C	Code)	· · · · · · · · · · · · · · · · · · ·	
865	S. Fiqueroa St., Suit	e 3500, Los Ang	geles, CA 90017			
Che	ck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full	Name (Last name first, i	if individual)	-	·		
Bus	iness or Residence Addre	ess (Number and	Street, City, State, Zip C	Code)		
Che	ck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full	Name (Last name first, i	f individual)				
Bus	ness or Residence Addre	ess (Number and	Street, City, State, Zip C	Code)		
Che	ck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full	Name (Last name first, i	f individual)				
Bus	iness or Residence Addre	ess (Number and	Street, City, State, Zip C	Code)	<u></u>	
Che	ck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full	Name (Last name first, i	if individual)				

Business or Residence Address (Number and Street, City, State, Zip Code)

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2.	What is	the minim	um investn	nent that w	fill be acce	pted from a	iny individ	ual?				\$ <u>523</u>	
3.	Does th	e offering	permit join	t ownershi	n of a sing	le unit?						Yes	No □
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^{*} A smaller amount may be accepted by the company, in its sole discretic 3.1 of 9

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3.	Does th	e offering	permit join	ownershi	p of a sing	le unit?						Yes ∡	No
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^{*} A smaller amount may be accepted by the company, in its sole discretic 3.2 of 9

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2.	What is	the minim	ium investn	ent that w	ill be acce	pted from a	any individ	lual?		•••••		\$ <u>523</u>	,500*
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^{*} A smaller amount may be accepted by the company, in its sole discreti- 3.3 of 9

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1. Ha	s the	issuer sold	l, or does th							•			×
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2. W	nat is	the minim	um investm	ent that w	ill be acce	pted from a	any individ	ual?		*************		\$ <u>523.</u>	,500*
3. Do	es the	e offering	permit joint	ownershi	p of a sing	le unit?	***************************************	• • • • • • • • • • • • • • • • • • • •				Yes 💌	No □
4. En	ter th	e informat	ion request	ed for eac	h person w	ho has bee	n or will b	e paid or	given, dire	ctly or ind	irectly, any		
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Hill, M	1arile	e		,									
Busines	s or I	Residence	Address (N	umber and	Street, Ci	ty, State, Z	ip Code)						
5308 N	/lcAr	thur Blvd.	NW, Was	hington, I	O.C. 2001	6							
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States is	n Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
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^{*} A smaller amount may be accepted by the company, in its sole discretion 3.4 of 9

Yes 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	
	X
Answer also in Appendix, Column 2, if filing under ULOE.	500t
	<u>,500*</u>
Yes 3. Does the offering permit joint ownership of a single unit?	No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any	Ц
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering.	
If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such	
a broker or dealer, you may set forth the information for that broker or dealer only.	
Full Name (Last name first, if individual)	
Horning, Bob	
Business or Residence Address (Number and Street, City, State, Zip Code)	
1334 Third Street Prominade, Suite 2, Santa Monica, CA 90401 Name of Associated Broker or Dealer	
Direct Capital Securities	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	States
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Full Name (Last name first, if individual)	·- ·- · · · · · · · · · · · · · · · · ·
Chiu, Cindy	
Business or Residence Address (Number and Street, City, State, Zip Code)	
1334 Third Street Prominade, Suite 2, Santa Monica, CA 90401 Name of Associated Broker or Dealer	
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Full Name (Last name first, if individual)	
Nielson, Christina	
Business or Residence Address (Number and Street, City, State, Zip Code)	•
333 The City Boulevard West, Suite 200, Orange CA 92868	
Name of Associated Broker or Dealer OMNI Brokerage Inc.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
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^{*} A smaller amount may be accepted by the company, in its sole discretic 3.5 of 9

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	artese inge	in the contract of the contrac				B. I	NFORMAT	ION ABOU	T OFFERI	NG	ringen besiteere Verstagen	Kin der e		Sell Vigorophica
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?													Yes	
2. What is the minimum investment that will be accepted from any individual?	1.	Has the	issuer solo	d, or does the							_	***************************************		×
3. Does the offering permit joint ownership of a single unit?	_						- •		_				- 500	500*
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) States, Brad Business or Residence Address (Number and Street, City, State, Zip Code) 1123 Chapala Street, 2nd Filoro, Santa Barbara CA 93101 Name of Associated Broker or Dealer National Planning Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	2.	What is	the minim	ium investn	nent that w	ill be acce	pted from a	iny individ	ual?		•••••	***************************************		
commission or similar remuneration for solicitation of purchasers in connection with sales of Securities in the offering. If a person to be listed it an associated persons or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Stark, Brad Business or Residence Address (Number and Street, City, State, Zip Code) 1123 Chapala Street, 2nd Floor, Santa Barbara CA 93101 Name of Associated Broker or Dealer National Planning Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) AL AK AZ AR GA CO CT DE DC FL GA HI ID IL IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NH NJ RM RVY NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WV WI WY PR Full Name (Last name first, if individual) Sathre, Curris Business or Residence Address (Number and Street, City, State, Zip Code) 23272 Mill Creek Drive, Suite 200, Laguna Hills, CA 92653 Name of Associated Broker or Dealer WFP Securities States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States All AK AZ AR GA CO CT DE DC FL GA HI ID IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WV WI WY PR Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer WFP Securities States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer	3.	Does the	e offering	permit join	t ownershi	p of a sing	le unit?	·····	•••••	·····	· · · · · · · · · · · · · · · · · · ·			_
If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States All AK AZ AR GA CO CT DE DC FL GA HII DD DH OK OR PA Business or Residence Address (Number and Street, City, State, Zip Code) 123 Table Name (Last name first, if individual) Sather, Curits Business or Residence Address (Number and Street, City, State, Zip Code) 23272 Mill Creek Drive, Suite 200, Laguna Hills, CA 92653 Name of Associated Broker or Dealer Full Name (Last name first, if individual) Sather, Curits States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States All AK AZ AR GA CO CT DE DC FL GA HII DD DH OK OR PA DE DE DC FL GA HII DD DH OK OR PA DE DC FL GA HII DD DH OK OR PA DE DC FL GA HII DD DH OK OR PA DE DC FL GA HII DD DH OK OR PA DC	4.													
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Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	Full	Name (I	ast name	first, if indi	ividual)				 -			=		
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers														
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	Bus	iness or	Residence	Address (1	Number an	d Street, C	ity, State, 2	Zip Code)						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	Non	ne of Ass	ociated Br	oker or De	oler							-		
	INAII	ile of Ass	ociated bi	oker of De	atei	•								
(Check "All States" or check individual States)	Stat	es in Wh	ich Person	Listed Has	s Solicited	or Intends	to Solicit I	Purchasers				_		
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AL AK AZ AR CA CO CT DE DC FL GA HI ID		AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL IN IA KS KY LA ME MD MA MI MN MS MO														
MT NE NV NH NJ NM NY NC ND OH OK OR PA														
RI SC SD TN TX UT VT VA WA WV WI WY PR		RI	SC	SD	TN	TX	UT	VT	\overline{VA}	WA	WV	WI	WY	PR

^{*} A smaller amount may be accepted by the company, in its sole discretic 3.6 of 9

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and		
	already exchanged. Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	s 0	\$ _0
	Equity		\$ 0
	Common Preferred		
	Convertible Securities (including warrants)	§ 0	\$ 0
	Partnership Interests		\$ 0
	Other (Specify Undivided tenant in common interests in real estate		
	Total		
	Answer also in Appendix, Column 3, if filing under ULOE.	·	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate Dollar Amount of Purchases
	Accredited Investors	• •	\$ 13,902,289.69
	Non-accredited Investors		\$ 0
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		J
3.			
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	x	\$ <u>0</u>
	Printing and Engraving Costs	x	<u>\$_0</u>
	Legal Fees	x	\$ 75,000
	Accounting Fees	x	\$ <u>0</u>
	Engineering Fees	x	\$ <u>0</u>
	Sales Commissions (specify finders' fees separately)		<u>\$ 1,396,000</u>
	Other Expenses (identify) Closing/Finance/Acquisition Costs	x	\$ <u>2,565,238</u>
	Total	x	\$ 4,036,238

					MI														

	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gros proceeds to the issuer."	S	<u>\$ 13,413,762</u>
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used fo each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.	i	
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	x \$ 0	x \$ 0
	Purchase of real estate	x \$ 0	x \$ 11,996,562
	Purchase, rental or leasing and installation of machinery and equipment	x \$ 0	× \$_0
	Construction or leasing of plant buildings and facilities	x \$ 0	x \$ 0
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	x \$ 0/11 43	x \$ 0
	Repayment of indebtedness	x \$ 0	¥ \$ 0
	Working capital	. x \$ 0	x \$ 150,000
	Other (specify): Acquisition fees	x \$ 1,267,200	x \$ 0
		. 👩 \$ <u></u>	\$
	Column Totals	. x \$ 1,267,200	* \$ 12,146,562
	Total Payments Listed (column totals added)	. x \$_1	3,413,762
	D. FEDERAL SIGNATURE		
si	the issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice to an undertaking by the issuer to furnish to the U.S. Securities and Exchange Comme information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of	ission, upon writte	
	Suer (Print or Type) USA Midtown Heights, LLC	Date 5/31/61	
N	ame of Signer (Print or Type) Tiple of Signer (Print or Type) Seau Van Deren Tiple of Signer (Print or Type) Senior Vice President - Chief Financial Officer, U.S. Heights, LLC	Advisor, LLC, Manag	er of USA Midtown
_	Heights, LLC		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E	STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently provisions of such rule?	Yes	No x	
	See Appen	dix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to furnish D (17 CFR 239.500) at such times as required by st	to any state administrator of any state in which this notice is fil ate law.	ed a not	ice on Form
3.	The undersigned issuer hereby undertakes to furnishissuer to offerees.	h to the state administrators, upon written request, informati	on furni	shed by the
4.		familiar with the conditions that must be satisfied to be enti- which this notice is filed and understands that the issuer claim at these conditions have been satisfied.		
	uer has read this notification and knows the contents to thorized person.	pe true and has duly caused this notice to be signed on its behal	f by the i	ındersigned
Issuer (Print or Type) Sign	ature Date		
USA	Midtown Heights, LLC	1 Sean Vas 1 Jan 5/3,16	٠	
	ı Van Deren Seni	(Print or Type) or Vice President - Chief Financial Officer, U.S. Advisor, LLC, Manage this, LLC	r of USA	Midtown

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3			4		Disgual	ification
	to non-a	to sell accredited is in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	investor and rchased in State C-Item 2)		under Sta (if yes, explana waiver	ate ULOE
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		X	Undivided tenant in common interests in real estate - \$ 17,450,000	1	\$500000.00	0	N/A		X
AR									
CA		X	Undivided tenant in common interests in real estate - S 17,450,000	20	9548309.56	0	N/A		×
СО									
СТ	-								
DE						:			
DC									
FL		X	Undivided tenant in common interests in real estate - S 17,450,000	1	\$500000.00	0	N/A		X
GA									
НІ									
ID									
IL									
IN									
IA									
KS									
KY	**								
LA									
МЕ									
MD		X	Undivided tenant in common interests in real estate - \$ 17 450 000	1	\$450709.80	0	N/A		×
MA		X	Undivided tenant in common interests in real estate - \$ 17,450,000	1	\$496800.00	0	N/A		X
MI		X	Undivided tenant in common interests in real estate - \$ 17.450.000	1	\$350000.00	0 ·	N/A		X
MN									
MS									

APPENDIX

1		2	3			4		5 Discous	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО				-					
МТ	·,								
NE			14 1						
NV	· · · · · · · · · · · · · · · · · · ·			-					
NH									
NJ									
NM		X	Undivided tenant in common interests in real estate - \$ 17,450,000	1	\$496800.00	0	N/A		X
NY									
NC									
ND									
ОН									
ОК									
OR		X	Undivided tenant in common interests in real estate - \$ 17.450.000	1	\$650000.00	0	N/A		X
PA									
RI				,					
SC									
SD			· · · · · · · · · · · · · · · · · · ·	_					
TN									
TX									
UT					-				
VT									
VA			Undivided tenant in common						
WA		×	interests in real estate - \$ 17,450,000	2	\$909670.33	0	N/A		X
WV									
WI									

1	2		3	4				5 Disqualification	
	to non-a	Type of security and to sell accredited offering price offered in state B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1) Type of security and aggregate offered in state (Part C-Item 2)			under State ULOR (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									